

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DPH HOLDINGS CORP., et al. : Case No. 05-44481 (RDD)  
Reorganized Debtors. : (Jointly Administered)  
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**STIPULATION AND CONSENT ORDER PURSUANT TO 11 U.S.C. § 503(b)  
AND FED. R. BANKR. P. 3007 DISALLOWING AND EXPUNGING PROOFS  
OF ADMINISTRATIVE EXPENSE CLAIM NUMBERS NOS. 19093,  
19158, 19159, 19160, 19161, 19772, 19773, 19774, 19777, 19778, 19779 and 19780**

DPH Holdings Corp. and certain of its affiliated reorganized Debtors in the above captioned cases (the "Reorganized Debtors") and Continental AG and its affiliated claimant entities (collectively, "Claimants") respectfully submit this Stipulation and Consent Order Pursuant to 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Proofs of Administrative Expense Claim Numbers 19093, 19158, 19159, 19160, 19161, 19772, 19773, 19774, 19776, 19777, 19778, 19779 and 19780 (the "Stipulation and Consent Order") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended,

in the United States Bankruptcy Court for the Southern District of New York (the "Court");

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors;

WHEREAS, on January 22, 2010, the Reorganized Debtors filed their Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection"), by which the Reorganized Debtors objected to proofs of administrative expense claim numbers 19093, 19158, 19159, 19160, 19161, 19772, 19773, 19774, 19776, 19777, 19778, 19779 and 19780 (the "Continental Claims") filed by the Claimants;

WHEREAS, on February 23, 2010, Claimants filed a response to the Forty-Third Omnibus Claims Objection (Docket No. 19359) (the "Response");

WHEREAS, on November 12, 2010, the Reorganized Debtors filed the Notices Of Sufficiency Hearing With Respect To Reorganized Debtors' Objection To Proofs Of Administrative Expense Claim Numbers 19093, 19158, 19159, 19160, 19161, 19772, 19773, 19774, 19776, 19777, 19778, 19779 and 19780 (Docket Nos. 20783 and 20784) (the "Sufficiency Hearing Notices");

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection as it pertains to the Continental Claims and the Response, the Reorganized Debtors and Continental stipulate and agree; and

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Continental Claims, consisting of proofs of administrative expense claim numbers 19093, 19158, 19159, 19160, 19161, 19772, 19773, 19774, 19776, 19777, 19778, 19779 and 19780, are hereby disallowed and expunged in their entirety.

2. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of administrative claims subject to the Forty-Third Omnibus Claims Objection to hear and determine all matters arising from the implementation of this Stipulation and Consent Order.

3. Each administrative claim and the objections by the Reorganized Debtors to each administrative claim addressed in the Forty-Third Omnibus Claims Objection constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This Stipulation and Consent Order shall be deemed a separate order with respect to the administrative claims addressed hereby. Any stay of this Stipulation and Consent Order shall apply only to the contested matter, which involves such

administrative claim and shall not act to stay the applicability or finality of this  
Stipulation and Consent Order with respect to the other contested matters covered by  
the Forty-Third Omnibus Claims Objection.

**[Concluded on Following Page]**

4. Kurtzman Carson Consultants LLC is hereby directed to serve this order in accordance with the Claims Objection Procedures Order and the administrative claims Objection Procedures Order.

So Ordered in White Plains, New York this 10th day of December, 2010

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY

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Reorganized Debtors

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